

PIXELWORKS INC
Form 3/A
June 20, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Tromp Marcel		(Month/Day/Year)	PIXELWORKS INC [PXLW]	
(Last)	(First)	(Middle)	06/14/2005	
8100 SW NYBERG RD.			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
TUALATIN, Â OR Â 97062			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President, Engineering	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			06/16/2005	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

Non-Qualified Stock Option (right to buy)	Â (1)	Â (4)	Common Stock	43,233	\$ 0.07	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	04/22/2015	Common Stock	53,314	\$ 6.58	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	06/14/2015	Common Stock	46,686	\$ 9.25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tromp Marcel 8100 SW NYBERG RD. TUALATIN,Â ORÂ 97062	Â	Â	Â Vice President, Engineering	Â

Signatures

By: Kindy Stevens For: Marcel Tromp
06/20/2005

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

36,453 shares are exercisable on the grant date of June 14, 2005. The remaining 6,780 shares become exercisable as follows: 922.4 shares become exercisable every month for a 6 month period ending December 31, 2005, 910 shares become exercisable every month thereafter for a 1 month period ending January 31, 2006, 330.4 shares become exercisable every month thereafter for a 1 month period ending

(1) February 28, 2006, 0.6 shares become exercisable every month thereafter for a 2 month period ending April 30, 2006, 0.5 shares become exercisable every month thereafter for a 6 month period ending October 31, 2006, and 0.1 shares become exercisable every month thereafter for a 6 month period ending April 30, 2007. Options became exercisable for shares of Pixelworks common stock upon the Company's acquisition of Equator Technologies, Inc.

(2) 13,329 shares become exercisable on April 30, 2006. 833.0 shares become exercisable every month thereafter for 48 months through April 30, 2010. Options became exercisable for shares of Pixelworks common stock upon the Company's acquisition of Equator Technologies, Inc.

(3) The options become exercisable over a 4-year period which commenced on June 30, 2005, as follows: 11,672 shares exercisable as of June 30, 2006, 972.6 shares exercisable every month thereafter for 36 months through June 30, 2009.

(4) 28 shares expire October 14, 2011, 3 shares expire January 10, 2012, 12 shares expire April 18, 2012, 119 shares expire April 8, 2013, 558 shares expire November 11, 2013, 15,999 shares expire April 6, 2014 and 26,514 shares expire September 15, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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